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Reply to: Fort Lauderdale

August 30, 2001

SENT VIA FEDERAL EXPRESS

Susan E. Wilhelm
Colodny, Fass & Talenfeld, Karlinsky & Abate, P.A.
204 South Monroe Street
Tallahassee, FL 32301

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*****35.00 *****35.00

Re.: Multi Flow v. JGRF
Our File No. 96-131

Dear Susie:

Enclosed please find Articles of Amendment to Articles of Incorporation of Joel's Baby, Inc. and our check for the filing fee of the Articles.

Please file the Articles with the Florida Secretary of State and provide me with a receipted copy of the Articles for our file. In addition, please fax me the receipted copy after it is filed.

If you have any questions, please feel free to call me.

Very truly yours,

COLODNY, FASS & TALENFELD
KARLINSKY & ABATE, P.A.

Richard J. Fidei

RJF/sds
Enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF JOEL'S BABY, INC.

Pursuant to the provisions of Sections 617.1005 and 617.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment of Articles of Incorporation.

FIRST: The name of the corporation is Joel's Baby, Inc.

SECOND: The text of each amendment adopted is as follows:

ARTICLE IV

The street address of the principal office of this Corporation shall be 2975 Bird Avenue, Miami, Florida 33133.

ARTICLE VI

The names and post office addresses of the first members of the Board of Directors, who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Name

Address


Sam Krasick

2975 Bird Avenue
Miami, Florida 33133

THIRD: The date of the adoption of the Amendments was August 29, 2001.

FOURTH: The Amendments were adopted by the incorporator and the Board of Directors without shareholder action. Shareholder action was not required.

Dated: August 29, 2001.


Samuel Gottlieb
Incorporator and Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA